

February 8, 2007

Brian Hancock  
Director, Voting System Certification  
U. S. Election Assistance Commission  
1225 New York Ave., NW  
Suite 1100  
Washington, DC 20005

Dear Mr. Hancock,

On behalf of SysTest Labs, its Board of Directors, Officers, and Employees, I am submitting this letter of agreement to acknowledge that we accept, affirm and agree to abide by the EAC Laboratory Accreditation program requirements. We understand that this agreement confirms our laboratory's acceptance of the policies as a condition of accreditation.

We will adhere to the following program requirements as detailed below:

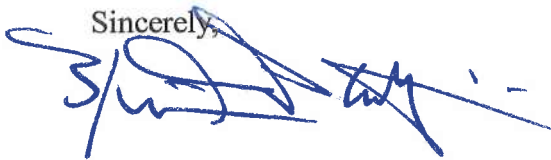
1. SysTest Labs will operate in accordance with the scope of accreditation stated by the EAC certificate of accreditation awarded.
2. SysTest Labs agrees to take any and all steps deemed necessary to maintain our Voting System Test Lab accreditation and understand that this is a critical condition to retain our accreditation. Our technical practices will adhere to the standards that are required for accreditation and include:
  - a. International Standard ISO/IEC 17025, *General Requirements for the Competence of Testing and Calibration Laboratories*;
  - b. NIST Handbook 150, *Procedures and General Requirement*; and
  - c. NIST Handbook 150-22, *Voting System Testing*.
3. We agree to maintain any required standards documentation, supplementing, updating or replacing these standards or handbooks as required.
4. Should any significant changes occur at SysTest Labs that include, but are not limited to:
  - a. SysTest Labs' ownership, location, or key staff positions,
  - b. a decision to withdraw from the EAC's program,
  - c. any changes that may affect the accuracy of our Certification Affirmations, or
  - d. any assertions made to NIST/NVLAP during the accreditation process and or subsequent accreditation visits which served as the basis for the accreditation of SysTest Labs as a VSTL,

SysTest Labs agrees to notify the EAC within thirty (30) calendar days with written notification of the change.

5. SysTest Labs provides consent, with a 48-hour notice, for authorized EAC representatives to enter our laboratory facilities and examine our VSTL processes. This includes observing voting system testing activities, the evaluation of documentation, and examination of SysTest Labs' laboratory conditions and operational practices.
6. SysTest Labs agrees to adhere to all present and future requirements published by the EAC regarding Voting System Test Labs and the EAC Voting System Testing and Certification Program
7. SysTest Labs agrees to provide notice of any lawsuits or claims filed against the Corporation, our subcontractors, subsidiaries, employees, officers, owners, operators or insurers which specifically relates to SysTest Labs' performance and/or management of the voting system testing program.

SysTest Labs looks forward to working with the EAC and will endeavor to provide the EAC with the best possible testing and certification services for the voting systems.

Sincerely,

A handwritten signature in blue ink, appearing to read 'B. Phillips', with a long horizontal flourish extending to the right.

Brian Phillips  
President and CEO  
SysTest Labs



## CERTIFICATION OF LABORATORY CONDITIONS AND PRACTICES

January 2007

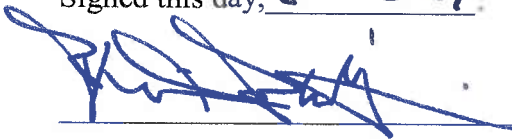
I, the undersigned, having investigated or caused to be investigated each matter, below; certify, affirm and acknowledge that each of the following numbered statements are true and otherwise accurately reflect the status, condition and operations of SysTest Laboratories (hereinafter "Laboratory"). I understand that by certifying the information below, I am making a statement or representation to the U.S. Election Assistance Commission required for receiving a Laboratory Accreditation under 42 U.S.C. §15371(b). I further understand, that to the extent any of the below representations or certifications are found to be materially false, the U.S. Election Assistance Commission may revoke any Accreditations granted to the above named laboratory and that I may be subject to criminal prosecution under 18 U.S.C. §1001 or other applicable statutes.

1. **Signing Official.** I hereby certify that I am an officer, partner or other official vested with the legal authority to speak for, contract on behalf of or otherwise bind the above noted company, corporation, partnership or organization (Laboratory).
2. **Personnel.** I certify that the laboratory does not currently, and will not in the future, employ any individuals in any capacity related to the testing of voting systems who have been convicted of a felony offense or any criminal offense involving fraud under either Federal or state law. I further certify that the laboratory has a policy and program in place to ensure compliance with this requirement.
3. **Conflict of Interest Program.** I certify that the Laboratory maintains and enforces policies which prohibit and prevent conflicts of interest or the appearance of conflicts of interest. The laboratory will ensure that neither the Laboratory, its parent corporation, nor any individual staff member concerned with the testing of a voting system have any vested interest in the outcome of a test process.
  - a. **Prohibited Conflicts.** Prohibited conflicts of interests include the holding of any financial stake in the entity whose product is being tested or a direct competitor of that entity. Such a conflict may be imputed or attributed to an employee through a relationship with a third party. The financial interests of a spouse or dependent child shall be imputed to the employee. Similarly, the interest of any organization in which the laboratory employee serves as an employee, officer, board member, consultant or similar position shall be also imputed. Furthermore, no laboratory staff member may:
    1. Be involved in both the development and testing of a voting system or system component;

2. Provide consultation or other services to a voting system developer that would compromise the independence of the testing of a voting system or system component.
  3. Solicit or receive a gift, directly or indirectly, from any entity which holds a financial interest in the development, production or sale of voting systems or is otherwise impacted by the testing and certification of voting systems.
- b. Program Elements (enforcement). Prohibited conflicts shall be enforce through a program which:
1. Collects standard information from each employee, including assets, debts and outside activities/employment;
  2. Reviews the information collected for potential conflicts; and
  3. Resolves all identified conflicts of interest.
4. **Financial Stability.** I certify that the laboratory possesses sufficient resources to enable it to properly use and maintain its test equipment and facility and to satisfactorily perform all required laboratory functions. I further certify that the laboratory maintains insurance policies sufficient to indemnify it against financial liabilities or penalties that may result from its operations.
5. **Recordkeeping.** I certify that the laboratory operates and manages a records system in which it maintains all forms, reports, test records, observations, calculations and derived data for all tests performed on a given voting system for a period of at least 5 years after the last test of any version of that system.

I, by signing my name below, certify, affirm and acknowledge, under penalty of Federal law, that each of the above numbered paragraphs accurately represent the operations, conditions and practices of SysTest Laboratories.

Signed this day, 2.5.2007:



(Signature)

Brian Phillips  
President and CEO